
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 10)***

Myovant Sciences Ltd.

(Name of Issuer)

Common Shares, par value \$0.000017727 per share
(Title of Class of Securities)

G637AM102
(CUSIP Number)

Tsutomu Nakagawa
Executive Officer,
Senior Director, Global Corporate Strategy
Sumitomo Pharma Co., Ltd.
6-8, Doshomachi 2-chome
Chuo-ku, Osaka 541-0045, Japan

with a copy to

Alison S. Ressler
Sullivan & Cromwell LLP
1888 Century Park East, Suite 2100
Los Angeles, CA 90067
(310) 712-6630

and

Matthew B. Goodman
Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004
(212) 558-4000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 3, 2023

(Date of Event which Requires Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS Sumitomo Chemical Co., Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Japan	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 50,041,181 (1)
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 50,041,181 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 50,041,181 (1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 51.5% (2)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

- (1) After giving effect to the transactions described in Item 4 below, Sumitovant Biopharma Ltd. will (i) directly own 45,798,176 Common Shares and (ii) beneficially own 4,243,005 Common Shares subject to the Option (as defined below).
- (2) This calculation is based on 97,259,493 Common Shares, \$0.000017727 par value per share, of the Issuer (as defined below), issued and outstanding as of the close of business on February 10, 2023 as reported in the Amendment No. 3 to the Transaction Statement on Schedule 13E-3 filed by the Issuer with the U.S. Securities and Exchange Commission on February 16, 2023.

1	NAMES OF REPORTING PERSONS Sumitomo Pharma Co., Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Japan	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 50,041,181 (1)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 50,041,181 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 50,041,181 (1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 51.5% (2)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

- (1) After giving effect to the transactions described in Item 4 below, Sumitovant Biopharma Ltd. will (i) directly own 45,798,176 Common Shares and (ii) beneficially own 4,243,005 Common Shares subject to the Option.
- (2) This calculation is based on 97,259,493 Common Shares, \$0.000017727 par value per share, of the Issuer, issued and outstanding as of the close of business on February 10, 2023 as reported in the Amendment No. 3 to the Transaction Statement on Schedule 13E-3 filed by the Issuer with the U.S. Securities and Exchange Commission on February 16, 2023.

1	NAMES OF REPORTING PERSONS Sumitovant Biopharma Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Bermuda	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 50,041,181 (1)
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 50,041,181 (1)
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 50,041,181 (1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 51.5% (2)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

- (1) After giving effect to the transactions described in Item 4 below, Sumitovant Biopharma Ltd. will (i) directly own 45,798,176 Common Shares and (ii) beneficially own 4,243,005 Common Shares subject to the Option.
- (2) This calculation is based on 97,259,493 Common Shares, \$0.000017727 par value per share, of the Issuer, issued and outstanding as of the close of business on February 10, 2023 as reported in the Amendment No. 3 to the Transaction Statement on Schedule 13E-3 filed by the Issuer with the U.S. Securities and Exchange Commission on February 16, 2023.

Introductory Note

This Amendment No. 10 to Schedule 13D (this “Amendment No. 10”) relates to the Common Shares, par value \$0.000017727 per share (“Common Shares”), issued by Myovant Sciences Ltd. (the “Issuer”), and amends the Schedule 13D filed on January 3, 2020 (the “Initial Filing”) as amended by Amendment No. 1 filed on March 18, 2020, Amendment No. 2 filed on March 26, 2020, Amendment No. 3 filed on April 16, 2020, Amendment No. 4 filed on May 15, 2020, Amendment No. 5 filed on May 14, 2021, Amendment No. 6 filed on September 17, 2021, Amendment No. 7 filed on October 27, 2021, Amendment No. 8 filed on October 3, 2022 and Amendment No. 9 filed on October 24, 2022 (together with the Initial Filing, the “Original Schedule 13D” and, together with this Amendment No. 9, the “Statement”). Capitalized terms used and not defined in this Amendment No. 9 have the meanings set forth in the Original Schedule 13D.

This Amendment No. 10 is being filed to amend the Original Schedule 13D as follows:

Item 4. Purpose of Transaction.

Item 4 of the Statement is amended and supplemented by adding the following information:

On March 3, 2023, Sumitovant Biopharma Ltd. (“Sumitovant”) and Sumitomo Pharma Co., Ltd, a Japanese corporation (“SMP”) entered into a letter agreement (the “Letter Agreement”) with Roivant Sciences Ltd., a Bermuda exempted company limited by shares (“Roivant”), pursuant to which (i) Sumitovant and SMP agreed to return to Roivant for no consideration the 4,243,005 Common Shares (the “Myovant Top-Up Shares”) subject to that certain Share Return Agreement, dated as of December 27, 2019 (as it may be amended from time to time in accordance with its terms, the “Share Return Agreement”), by and among Sumitovant, Roivant and SMP and (ii) Sumitovant, SMP and Roivant agreed that (A) subject to the terms and conditions of the Merger Agreement, upon the effectiveness of the Merger and the receipt by Roivant of the Per Share Merger Consideration (as defined in the Merger Agreement) with respect to the Myovant Top-Up Shares, the Share Return Agreement will be terminated and of no further force and effect and (B) in the event that the Merger Agreement is terminated in accordance with its terms, Roivant will promptly (and in any event within three business days) return the Myovant Top Up Shares to Sumitovant and the Share Return Agreement will remain in full force and effect.

Concurrently therewith, pursuant to the terms of the Letter Agreement, Roivant further agreed to grant Sumitovant an option (the “Option”) to purchase a number of Common Shares then owned by Roivant up to the number of Myovant Top-Up Shares returned to Roivant pursuant to the Letter Agreement, at a price equal to \$27.00 per Common Share. The Option may be exercised by Sumitovant at any time during the period beginning on the date of the Letter Agreement and ending on March 30, 2023.

The foregoing summary of the Letter Agreement is qualified in its entirety by reference to the full text of the Letter Agreement, a copy of which is attached hereto as Exhibit 2 and is incorporated herein by reference.

Item 6. Contracts, Arrangements or Understandings with Respect to Securities of the Issuer

The descriptions of the contracts and arrangements with respect to the securities of the Issuer set forth in Item 4 are incorporated herein by reference.

Item 7. Material to Be Filed as Exhibits.

- Exhibit 1: Joint Filing Agreement, dated as of October 27, 2021, by and among Sumitomo Chemical Co., Ltd., Sumitomo Pharma Co., Ltd. and Sumitovant Biopharma Ltd. (incorporated by reference to Exhibit 99.10 to Amendment No. 6 filed on October 27, 2021).
- Exhibit 2: Letter Agreement, dated as of March 3, 2023, by and among Sumitovant Biopharma Ltd., Roivant Sciences Ltd. and Sumitomo Pharma Co., Ltd.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 6, 2023

Sumitomo Chemical Co., Ltd.

By: /s/ Takeo Kitayama
Name: Takeo Kitayama
Title: Executive Officer, General Manager, Corporate Planning Office

Dated: March 6, 2023

Sumitomo Pharma Co., Ltd.

By: /s/ Tsutomu Nakagawa
Name: Tsutomu Nakagawa
Title: Executive Officer, Senior Director, Global Corporate Strategy

Dated: March 6, 2023

Sumitovant Biopharma Ltd.

By: /s/ Monika Adams
Name: Monika Adams
Title: Transactions Officer

EXHIBIT INDEX

Exhibit	Document Description
Exhibit 1:	Joint Filing Agreement, dated as of October 27, 2021, by and among Sumitomo Chemical Co., Ltd., Sumitomo Pharma Co., Ltd. and Sumitovant Biopharma Ltd. (incorporated by reference to Exhibit 99.10 to Amendment No. 6 filed on October 27, 2021).
Exhibit 2:	Letter Agreement, dated as of March 3, 2023, by and among Sumitovant Biopharma Ltd., Roivant Sciences Ltd. and Sumitomo Pharma Co., Ltd.



March 3, 2023

Reference is made to (i) that certain Share Return Agreement, dated as of December 27, 2019 (as it may be amended from time to time in accordance with its terms, the "Share Return Agreement"), by and among Roivant Sciences Ltd. ("Roivant"), Sumitovant Biopharma Ltd. ("Sumitovant") and Sumitomo Pharma Co., Ltd. (f/k/a Sumitomo Dainippon Pharma Co., Ltd.) ("SMP") and (ii) that certain Agreement and Plan of Merger, dated as of October 23, 2022 (as it may be amended from time to time in accordance with its terms, the "Merger Agreement"), by and among Myovant Sciences Ltd. ("Myovant"), Sumitovant, Zeus Sciences Ltd. ("Merger Sub") and, solely with respect to Article IX and Annex A of the Merger Agreement, SMP, pursuant to which Merger Sub shall be merged with and into Myovant, with Myovant surviving as a wholly owned subsidiary of Sumitovant (the "Merger"). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Share Return Agreement.

This letter agreement confirms our agreement that, notwithstanding anything to the contrary contained in the Share Return Agreement, subject to the following paragraph of this letter agreement, (i) as of the date hereof, Sumitovant hereby returns all of the Myovant Top-Up Shares to Roivant, (ii) upon the effectiveness of the Merger and receipt by Roivant of the Per Share Merger Consideration (as defined in the Merger Agreement) with respect to the Myovant Top-Up Shares, which consists of \$27.00 per share in cash (subject to the terms and conditions of the Merger Agreement), the Share Return Agreement shall be terminated by mutual consent and of no further force and effect and (iii) in the event that the Merger Agreement is terminated in accordance with its terms, (A) Roivant will promptly (and in any event within three business days) transfer the Myovant Top-Up Shares to Sumitovant and (B) the Share Return Agreement will remain in full force and effect.

Contemporaneous with the return of the Myovant Top-Up Shares, Roivant hereby grants to Sumitovant a stock option (the "Stock Option") to purchase a number of shares of common stock, par value \$0.000017727 per share, of Myovant ("Myovant Common Shares"), then owned by Roivant up to the number of Myovant Top-Up Shares returned to Roivant pursuant to this letter agreement, at a price equal to \$27.00 per Myovant Common Share. The Stock Option may be exercised by Sumitovant at any time during the period beginning on the date hereof and ending on March 31, 2023 (such period, the "Option Period"), upon written notice from Sumitovant to Roivant. In the event that Sumitovant exercises the Stock Option, the parties acknowledge and agree that the Share Return Agreement shall remain in full force and effect and the Myovant Common Shares acquired pursuant to the Stock Option shall be deemed Myovant Top-Up Shares under the Share Return Agreement and be subject to the terms and conditions of the Share Return Agreement. Roivant further agrees not to sell, assign, transfer or otherwise dispose of the Myovant Top-Up Shares during the Option Period, other than as may be mutually agreed by the parties hereto.

This letter agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes and merges all prior agreements or understandings, whether written or oral.

[Signature page follows.]

Very truly yours,

SUMITOVANT BIOPHARMA LTD.

By: /s/ Monika Adams

Name: Monika Adams

Title: Transactions Officer

SUMITOMO PHARMA CO., LTD.

By: /s/ Tsutomu Nakagawa

Name: Tsutomu Nakagawa

Title: Executive Officer, Senior Director, Global Corporate Strategy

Acknowledged and agreed:

ROIVANT SCIENCES LTD.

By: /s/ Matt Maisak

Name: Matt Maisak

Title: COO, Roivant Platforms

[Signature Page to Top-Up Shares Letter Agreement]